UNIVERSITY of VIRGINIA
EXECUTIVE VICE PRESIDENT AND PROVOST

September 20, 2012

Belle S. Wheelan, Ph.D.
President
Southern Association of Colleges and Schools
Commission on Colleges
1866 Southern Lane
Decatur, Georgia 30033-4097

Dear Dr. Wheelan:

We are forwarding this report – on Principle 1.1, Core Requirement 2.2, and Comprehensive Standard 3.7.5 – on behalf of the University's Board of Visitors whom we understand has verified the factual content of the report and approved its submission.

Sincerely,

John D. Simon
Executive Vice President and Provost
Robert C. Taylor Professor of Chemistry

David A. Wolcott
Associate Vice Provost
SACS Accreditation Liaison

JDS:cp

cc: Mark Smith, Vice President (SACS)
Teresa A. Sullivan, President (U.Va.)

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This report is being submitted in response to the June 25, 2012 letter of Dr. Mark Smith requesting a report from the University explaining and documenting "the extent of compliance with the following standards:

> Principle 1.1 Integrity
> Core Requirement 2.2 Governing Board (in particular control)
> Comprehensive Standard 3.7.5 Faculty Role in Governance,"

The University of Virginia has a long history of not only upholding the Commission on College's *Principles of Accreditation*, but also in providing leadership to the organization and to advocating for its foundational premise of peer review.

The Board of Visitors (BOV) acknowledges that there was criticism by the news media and by many individuals and groups, for not providing specific details concerning the President's performance and the Board's subsequent request for the President's resignation. The BOV recognizes that the process leading to President Sullivan's resignation and ultimate reappointment was flawed, in that important University constituencies felt excluded from the substance and reasoning of the Board's concerns. The BOV also acknowledges that it placed the legally required confidentiality of this sensitive personnel matter ahead of transparency and public discourse. However, while these shortcomings placed the University in an embarrassing and regrettable position, they were not so egregious as to in any way sacrifice full compliance with the Commission's Principles, Core Requirements and Comprehensive Standards cited in your letter, each of which is addressed below.

Beyond simply being aware of errors made, the BOV has taken steps to insure that policies, procedures and expectations are both improved and clarified so that future board practices are as exemplary as the University's academic reputation. In August, the BOV conducted a retreat with the guidance of a facilitator from the Association of Governing Boards and among other topics discussed current as well as best practices in higher education governance. Special Board committees on Strategic Planning and on Governance and Engagement have been established. The Strategic Planning Committee has already created a planning structure to be led by the president and her senior team, while incorporating opportunities for interaction with BOV committee members as the planning process progresses. As the first phase of the strategic plan development, proposals have been solicited from external consultants who will be engaged to conduct an institutional assessment.

The Governance and Engagement Committee is presently considering changes in Executive Committee membership, quorum requirements, presidential

performance evaluation, BOV committee structure and meeting schedules. Other topics such as enhanced communication between the Board and the administration, faculty, students and other important constituents will evolve and will receive the attention of the full board membership.

Though providing a detailed factual account of the events and actions leading up to the president's resignation may go beyond what is requested in your letter, such an account is provided as *Appendix A* to this letter. An understanding of those events and actions may inform a reviewer's perspective on matters of compliance.

Principle 1.1 Integrity

The Commission on Colleges, as expressed in **The Principles of Accreditation,** "expects integrity to govern the operation of institutions and for institutions to make reasonable and responsible decisions consistent with the spirit of integrity in all matters. Therefore, evidence of withholding information, providing inaccurate information to the public, failing to provide timely and accurate information to the Commission, or failing to conduct a candid self-assessment of compliance with the Principles of Accreditation and to submit this assessment to the Commission, and other similar practices will be seen as the lack of a full commitment to integrity."

At each and every step in the process leading to the President's resignation, the BOV was in full compliance with the Commission's expressed expectations, Virginia law, the University's Board Manual, and University policy. The Manual of the Board of Visitors of the University of Virginia provides direction for the removal (termination) of a president, but it offers no defined process for the requested resignation of a president. Absent guidance regarding a requested resignation, the Rector and Vice–Rector, believing they had the support of the Board (based upon individual member contacts), met with the President and requested her resignation.

While perhaps frustrating to constituent groups of the University and puzzling to outside observers, there are several reasons that the BOV offered no further explanation of its rationale, both before and after rescinding acceptance of the President's resignation.

First and foremost, the explanation regarding the general direction and future of the University previously provided to the University community, constituted the true and honest reasons for members' dissatisfaction with the President's performance. These were the sole reasons behind requesting her resignation. There is no more explanation to give. One can agree or disagree with the Board's decision on the merits, but the stated reasons were, indeed, the reasons. There

were, and are, no credible indicia to the contrary. Further, there is no credible evidence that the Rector or any member of the BOV ever acted in any manner other than what each believed to be in the very best interest of the University.

Second, the publicly stated reasons provided to the University community had to be general in nature. To have provided more specific information would violate the University's standard personnel procedures and good employment practices. The University's practice, which is similar to most employers, is that personnel matters are held in confidence, and that details concerning employees' performance not be discussed publicly. This public policy consideration is recognized in FOIA, which exempts from production documents related to personnel matters, and permits discussion of personnel matters in closed meetings of university governing boards.

Third, the Board's concerns relating to the Medical Center involved matters of sensitive and proprietary information that are protected by state law.

For all of these reasons, the BOV communicated its rationale as best it could through meetings with internal stakeholders (deans and vice presidents, the Faculty Senate, and student leaders) and in statements distributed to the news media and through the University's channels of communication such as the University website and Alumni Association distribution network.

The public communications following the President's resignation focused on the very real challenges facing the University rather than statements regarding specifics of personnel performance. By doing so, the Board honored its moral, contractual, and legal commitments and obligations. Whether or not one believes that the Board was well advised to proceed as it did, the Rector, the Board, and its Executive Committee acted in compliance with the Commission's expectations for operational integrity and adhered to University and Board policy, as well as state and federal law.

Core Requirement 2.2

Core Requirement 2.2 specifies that the board is not controlled by a minority of board members or by organizations or interests separate from the board except as specified by the authorizing legislation.

As has been stated previously, it may have appeared to some that a minority of BOV members were operating on their own and without the knowledge and consent of other BOV members, but the factual account of the process leading to the President's resignation does not support this view.

Some have asserted that outside forces exercised undue influence on the Board prior to the Board taking action. This, too, is false. It is correct that Board

members, like college presidents, constantly receive commentary and advice on institutional matters from alumni, parents, faculty, students, donors, government officials, and others. Those comments may or may not inform the opinion of the individuals who receive them. However, at the University of Virginia, Board members are independent decision makers of considerable achievement and experience who listen well and often, but then make up their own minds on the issues of the day. Most importantly, their decisions flow from a genuine desire to promote the interests of the University of Virginia and those it serves.

Comprehensive Standard 3.7.5

Comprehensive Standard 3.7.5 calls for the institution to publish its policies on the responsibility of the faculty in academic and governance matters.

Since the founding of the University of Virginia in 1819, the faculty has had major responsibility for generating and evaluating academic programs and degree requirements and establishing and maintaining academic standards. The University of Virginia *Faculty Handbook* contains most of the University's policies concerning faculty and references to others that might be of occasional interest to faculty. It does not directly address the role of faculty in governance, but the Constitution and By-Laws of the Faculty Senate does state:

> "The Faculty Senate represents all faculties of the University with respect to all academic functions such as the establishment and termination of degree programs, major modifications of requirements for existing degrees, and action affecting all faculties, or more than one faculty, of the University. Additionally, the Senate shall advise the President and the Rector and Board of Visitors concerning educational and related matters affecting the welfare of the University."

This advisory function is exercised routinely as the Chair of the Faculty Senate serves as a consulting member to the Educational Policy Committee of the Board of Visitors. As such, he or she routinely reports to the Board on matters of interest to the faculty.

The Curriculum

The curriculum emanates from the faculty and proceeds through the academic ranks. The University's institutional accreditation Web site outlines review and approval processes related to academic programs and academic organization. More specifically, the review and approval processes matrix documents, in undisputed terms, the approvals required to create or discontinue a degree program:

- Approval of the faculty, including, as appropriate, departmental faculty and school faculty;
- Approval of the curriculum committee;
- Approval of the dean;
- Approval of the Faculty Senate, including the Academic Affairs Committee;
- Approval of the provost;
- Approval of the president;
- Approval of the board of visitors;
- Approval of the State Council of Higher Education for Virginia (SCHEV); and
- Approval of the Southern Association of Colleges and Schools (SACS), if the action qualifies as a substantive change.

The final institutional review of curricula and programs rests with the BOV. Section 2.4 (Powers and Duties) of the *Manual of the Board of Visitors of the University of Virginia* states that among the major powers and duties of the board is "the authorization of the creation or discontinuation of degrees." Proposals for new degree programs are brought to the Board by the President. Section 4.22 (Powers and Duties) of the *Manual* states, "The President shall recommend to the Board long-range educational goals and programs and the new degrees that may be best suited to attain those goals and programs."

As a consequence of shared correspondence and public comment and commentary, it has been suggested that the Board or some of its members may have inserted themselves into curricular matters typically reserved to the faculty. Such a conclusion is unfounded. The Rector in her June 21 statement indicated, "The Board well understands that curricular programming is the responsibility of the faculty, and the Board has never suggested any specific curricular adjustments. It is the Board's responsibility, however, to ask for evidence that the current curriculum is meeting its stated goals and also to ask how well any particular curriculum or program actually prepares UVA graduates for the increasingly complex, international world in which they will live and work." There is no evidence in the minutes of recent BOV meetings that the Board has in any way acted in a manner that would usurp the knowledge, expertise and authority in matters of curricular review. The roles, responsibilities, lines of authority, procedures for decision-making, are clear and respected at the University of Virginia.

As to faculty involvement in the hiring, evaluation and removal of president, the Code of Virginia (§ 23-76), and The Board Manual, Section 2.4 of the *Manual,* Section 4.21 of the *Manual,* and the Policy on Presidential Evaluation reserve

complete authority to the Board. Solicitation of input from the faculty or others may occur, but none is required.

It is the board's hope that this report is fully responsive to your questions regarding the University's compliance with certain of the Commission's *Principles of Accreditation*. As indicated previously, the board believes that it complies with the principles and comprehensive standards of the organization and operates with the integrity expected of all member institutions. Should there be any additional questions or need for information, the University of Virginia stands ready to reply.

APPENDIX A

A Narrative Account of Events and Actions Leading to the Resignation and Reinstatement of the President The University of Virginia September 17, 2012

Over the course of the last academic year, members of the Board of Visitors (BOV)developed concerns about the general direction of the University, and more specifically, concerns about the performance of the President as it related to the University's future. During May and early June of 2012, the Rector and/or Vice-Rector had conversations with each member of the BOV, about the president's performance. They sought feedback from each member as well as each member's view on whether they supported approaching the President, asking for her resignation, and offering her an incentive to resign in the form of an amended employment contract.

Following these conversations with BOV members, and acting upon the belief that a Board consensus existed to seek the President's resignation, the Rector and Vice Rector met with the President on June 8 at 5 pm. At that meeting, the Rector and Vice Rector conveyed to the President the concerns mentioned above. They both expressed to the President that they believed they had the support of the BOV to ask that the President resign under terms that were then also discussed with the President. The Rector and Vice Rector left the President with a proposed document setting forth those discussed terms. At approximately 2 pm the following day, Saturday, June 9, the President contacted the Rector and informed her that she would resign under the terms proposed, with some modification.

The following day, Sunday, June 11, the Rector called a meeting of the Executive Committee of the BOV. That meeting was properly called and publicly noticed pursuant to the Board Manual (BOV By-laws) and Virginia's Freedom of Information Act ("FOIA"). The emergency meeting of the Executive Committee, which is authorized by state law and the Board Manual to act on behalf of the BOV between meetings, was required to consider and approve the contractual changes necessitated by the President's resignation. The requisite quorum of the Executive Committee met and convened in open session at approximately 2 pm. The Committee then closed its meeting to discuss personnel matters, as is customary and authorized by state law. Upon reconvening in open session, the Executive Committee unanimously passed a resolution accepting the President's

resignation and authorizing the Rector to execute an amended employment agreement with the President.

In the days following, discussions regarding precise terms of the President's resignation and amendments to the President's contract took place between the attorneys for the President and attorneys for the BOV. Ultimately, upon legal advice of her attorney, the President executed a document entitled "Second Amendment to Employment Agreement", which incorporated the terms agreed to by the Rector, on behalf of the BOV and its Executive Committee, and the President.

The full BOV met June 18 at 3 pm, after providing advance public notice, and then on public motion passed in open session, convened in closed session to discuss personnel matters. When the BOV returned to open session, it voted (12-1-2) to name Carl P. Zeithaml as Interim President .

It subsequently became clear that some members of the full Board had reservations about accepting the President's resignation. Concurrently, support for the reinstatement of the president from various University constituent groups was widespread. In recognition of these sentiments and the Board's evolving desire for reconsideration, the Board met on June 26 and, after brief discussion, unanimously (15-0) rescinded the resignation agreement entered into by the President and the University, subject to the President's concurrence. The President did concur, effectively placing her in the same legal and employment position she had occupied prior to her resignation. The BOV also rescinded the naming of Carl P. Zeithaml as Interim President.